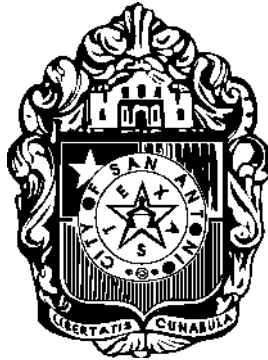


CITY OF SAN ANTONIO, TEXAS
Department of Neighborhood & Housing Services



BROOKS CITY BASE
Tax Increment Reinvestment Zone Sixteen

FINAL PROJECT PLAN AS AMENDED

May 8, 2008

Amended: June 3, 2010

Amended: April 16, 2015

Amended: March 7, 2019

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1. Project Overview

The City of San Antonio's Tax Increment Reinvestment Zone ("TIRZ" or "Zone") Sixteen was designated by City Council on December 9, 2004 to support the development of housing, commercial, retail and technology-based office space and other amenities in and around Brooks City-Base (BC-B). The zone includes approximately 2,522 acres.

In December 2013, Brooks Development Authority (BDA) engaged the services of Live Oak Gottesman to develop a Master Land Use Plan, which was adopted in July 2014. In March 2015 the TIRZ Board approved amendments to the Project and Finance Plans authorizing the reallocation of Certificates of Obligation proceeds from South New Braunfels to Dave Erwin Dr. On October 29, 2018 the TIRZ #16 Board approved amendments to the Project and Finance Plans authorizing the term extension to September 30, 2039 from 2029, and increasing the revenue cap to \$105,473,104.87 from \$56,364,027. The Amended Project Plan was further amended to include amended projects listed in Attachment 2.

These projects are eligible for funding if TIRZ funds are available and after all other obligations have been met. Subsequently, on December 6, 2018 the amendments were approved by the City of San Antonio's City Council.

The project is located within the Primary Target Area as defined in the City's 2004 TIF Guidelines, within which the City may participate up to 85% and for a term of up to 34.81 years.

The Brooks City-Base development is located inside Loop 410, a half mile west of I-37, south of S.E. Military Drive and east of Old Corpus Christi Road in City Council District 3, and in the East Central and the San Antonio Independent School Districts. BDA is the developer of the property. This City-initiated TIRZ was designed to leverage ongoing area development in support of a special joint project between the U.S. Air Force and the City of San Antonio to successfully convert and redevelop the former Brooks Air Force Base into a business and technology park that can spur development in the southeastern sector of the city. In 2011, the U.S. Air Force vacated the base. In June 2013, the Brooks Development Authority Board of Directors adopted a revised mission with a focus on market rate, mixed use economic development. The City is the only participating taxing entity.

This is the 3rd amendment to the Project Plan; previously amended June 2010 and April 2015.

In 2018, a portion of the tax increment will be reserved for City Debt Service Reserve. The balance will accumulate over seven (7) years to the maximum annual debt service of \$2,387,483.42. This reserve is being established to ensure that funds are available in the TIRZ to make the required debt service payments each February and August. This reserve is planned to be released in Fiscal Year 2029 and 2033 respectively, when the corresponding debt is paid off.

The 2018 “**3rd Amendment to the Brooks City-Base Project Plan**” estimates the total reimbursement to the cost of eligible projects, infrastructure improvements and related development costs for Brooks City-Base at \$105,542,482.64, which includes the administrative expenses of \$2,970,000.00, and this total amount will be funded by the estimated Tax Increment of \$105,473,104.87 and \$69,377.77 in interest earned on TIRZ funds.

The Project Plan, as amended in 2010, 2015, and 2018, includes public infrastructure improvements and related capital costs consisting of runway demolition, demolition of buildings, sewer outfall, approximately 16.21 miles of roads, eighteen (18) buildings, site preparation, landscaping, utilities, drainage, parking, security, and smart city technology improvements. Attachment 2 provides a list of proposed eligible projects with an estimated cost of \$575,497,092. The TIRZ will provide a partial source of funding for the public improvement costs. Annual construction of public improvements will be reimbursed as TIRZ revenues become available. The estimated TIRZ revenue to be received through September 30, 2039 is \$105,473,104.87. Additional security is provided by a contractual commitment by BDA to utilize BDA available funds in the event TIRZ revenues are not sufficient to cover debt service.

The original life of the Tax Increment Reinvestment Zone (TIRZ) was projected to be 24.82 years through Fiscal Year 2029. The amended Project Plan extends the life through September 30, 2039 for a total term of 34.81 years.

TIF Guidelines

The City adopted Guidelines and Criteria for TIF by Ordinance No. 98663 on January 8, 2004. The Guidelines were established by the City in 1998 by Ordinance No. 88196, amended by Ordinance No. 92552 in 2000, and Ordinance No. 92710 in 2002. The Guidelines serve as policy direction to City staff and interested parties regarding the Application for Redevelopment specifically related to Tax Increment Financing, which supports certain types of development in targeted areas of the city. All TIRZ are governed by the Guidelines in effect at the time of the TIRZ creation by City Council.

2. Existing Uses and Conditions

Within the zone there are industrial, commercial, historic buildings, hotels, health care services, restaurants, City of San Antonio Spay/neuter clinic, Office of Emergency Management Center, green spaces, residential and multi-family uses and zoning. In addition, the area consists of the following public properties: Stinson Municipal Airport, Park Land, the San Antonio River, Riverside Golf Course, the San Jose Burial Park, and the Spanish Colonial Missions.

Schools and School Districts

Brooks City-Base TIRZ straddles two (2) school districts: San Antonio ISD and East Central ISD. Connell Ball Middle School and Schenck Elementary School located within San Antonio ISD are within close proximity of the TIRZ. San Antonio ISD has entered into a lease agreement for building space encompassing 77,648 square feet to be used as a Center for Applied Science and Technology (C.A.S.T) Healthcare High School.

The Brooks campus also has two (2) Charter schools: Compass Rose opened for class in August 2017 with an inaugural class of 6th and 7th graders, and will grow by one (1) grade level each year until they are a full middle and high school. On the southeast corner of the Brooks campus is the Brooks Academy of Science and Engineering which has been open for ten (10) years and serves grades kindergarten through high school. The combined enrollment of both schools is approximately 2,000 students.

In July 2017, the University of the Incarnate Word School of Osteopathic Medicine opened for classes and enrolled 162 students. It plans to enroll approximately 150 students each fall resulting in a total enrollment of approximately 600 students by the fall of 2020.

HISTORICAL RESOURCES

Several Spanish missions administered by the National Park Service lie nearby. Mission San Jose lies to the west of the northwest corner of the zone, Mission San Juan lies southwest of the zone, and Mission Espada lies south, southwest of the zone.

MEDICAL FACILITIES AND PUBLIC SAFETY

The nearest San Antonio Police Department substation is the South Substation located on 711 Mayfield Boulevard.

The Mission Trails Baptist Hospital is located on the Brooks Campus. The hospital has approximately 110 beds, and owns approximately 50 acres of land which allows sufficient space availability for expansion.

The three (3) nearest San Antonio Fire Stations are Fire Station #22, Fire Station #29 and Fire Station #20.

NEIGHBORHOOD PLANS AND ASSOCIATIONS

The pattern of centers, corridors and communities that is described in the SA Tomorrow Comprehensive Plan is present within the Brooks Area Regional Center and will be strengthened through the implementation of this Sub-Area Plan. SA Tomorrow calls for higher-intensity uses to be aggregated to create centers. In the Brooks Area, the center with highest intensity is Brooks, formerly the Brooks Air Force Base. To support and

encourage this concentration and mix of uses, most of the campus is designated as either Regional Mixed-Use or Business/Innovation Mixed-Use. (Outside of the Brooks) boundaries, land uses are less dense and intense, with local variations to ensure that land use designated for future development is both sufficient to absorb anticipated growth and contextually appropriate.

The incremental development of the Brooks Area Regional Center over time has created considerable diversity among the neighborhoods and commercial areas. As a result, there are several different residential land use categories applied within the area. Some portions of the Regional Center, such as Highland Hills, are established neighborhoods that have already been built according to a certain zoning designation.

There is also a considerable amount of variability among the commercial areas of the (Brooks Area Regional Center, including big-box shopping centers along SE Military Drive and older commercial corridors, such as Goliad Road, with family-owned) businesses that have been in operation for generations. For this reason, there is a broad range of non-residential land use categories within the Regional Center.

The Brooks Area Regional Center land use map has taken into consideration issues of neighborhood stability, complementary uses, and place-making through the use of centers, corridors and communities. Corridors are generally treated as either commercial or mixed use, depending on the appropriate intensity of development and geographic constraints. More dense development can be centered on key intersections, with a mixture of uses that complements vibrant commercial and transportation activity. Existing neighborhoods are designated as either Low Density Residential or Urban Low Density Residential, in order to preserve their character and form.

HISTORIC USE

In November 1917, leases were signed with individuals who owned the 873 acres of land that would become Brooks AFB. Prior to development of the installation, the property was primarily used for cattle ranching; the site was covered with mesquite and undergrowth. This original land, situated in the south section of the base, is the oldest part of the installation and was the first installation land sold to the U.S. Government. Originally called Kelly Field No. 5, groundbreaking ceremonies were held in December 1917. In February 1918, the installation was named Brooks Field in honor of Sidney Johnson Brooks, Jr., the first San Antonian aviator to die in World War I-related activities.

During the late 1950s, Brooks AFB was transitioned from a flying training center to a center for modern medical research, development, and education. In 1959, the School of Aviation Medicine returned to Brooks AFB from Randolph AFB. In 1961, the school was renamed the U.S. Air Force (USAF) School of Aerospace May 2002 Environmental Baseline Survey, Brooks AFB, Texas 3-3 Medicine and became part of the Aerospace Medical Center (later renamed the Aerospace Medical Division). With the emergence of the Aerospace Medical Division, the USAF School of Aerospace Medicine, together with other organizations, combined aerospace medical research, education, and clinical

treatment under one center designed to study flight and its effects on the individual, as well as the various systems that support the crew member while in flight.

In 2002, Brooks Air Force Base was conveyed to the Brooks Development Authority creating Brooks City Base which was a unique partnership among the U. S. Air Force, the City of San Antonio, The State of Texas, and the Brooks Development Authority. The Brooks Development Authority Board of Directors held their organizational meeting in 2004. The initial focus was to lease the facilities to the U. S. Air Force while their mission was being transferred to other areas of the country. The economic development focus was to create jobs and develop science and technology businesses. In 2013, the Brooks Development Board adopted a new mission focused on a mixed use, market rate economic development where residents can live, work, learn, and play. The Board's number one goal is to secure marquee employers employing over 100 employees and have average salaries of 102% plus higher than the San Antonio salary average.

3. Proposed Improvements and Uses

A. Concept

The economic development focus was to create jobs and promote science, research and technology businesses. BDA intends to use a variety of incentives to help achieve its vision.

This TIRZ is City-initiated and is designed to leverage ongoing area economic development to support the special joint project between the U.S. Air Force and the City of San Antonio to successfully convert and redevelop Brooks Air Force Base. The City of San Antonio created the BDA in September 2001, to receive title of 1,308 acres of real property of the former military base and to transition it into a business and technology park.

Since BC-B is a former Air Force Base, no non-Department of Defense (DoD) development existed prior to BDA ownership. To communicate to the market that BC-B was a viable location for private business, BDA needed to first plan and construct infrastructure. The next step was to create amenities. After the addition of amenities, was securing several non-DoD tenants. The BDA signed a long-term lease (for \$1.00 per year) with the City of San Antonio to build a \$24.5M Emergency Operations Center to benefit the community in the time of a disaster or other emergency. In May 2010, the TIRZ Board and the BDA Board of Directors approved amendments to the Project and Finance Plans to utilize TIRZ funds for improvements to Challenger Drive and Inner Circle to facilitate the development of 6.14 acres for the City's 911 Operations Center. Subsequently, in June of 2010, the amendments were approved by the San Antonio City Council. Additionally, the BDA built an R&D, office, lab, and warehouse facility on a long-term lease to DPT Laboratories. It now serves as the first private tenant anchoring the business and technology park. BDA also sold ten (10) acres of land for a charter school focused on Science and Engineering. The construction of new roads and utility systems was a requirement for all of these anchor projects; the existing infrastructure built

by the Air Force was inadequate. In negotiating deals, BDA includes notification to the tenant/purchaser that the site or building is located within a TIRZ and that the development has to comply with TIRZ related requirements including compliance with land use pattern criteria.

In December 2013, Brooks Development Authority (Brooks) engaged the services of Live Oak Gottesman to develop a Master Land Use Plan, which was adopted in July 2014. In March 2015, the TIRZ Board approved amendments to the Project and Finance Plans authorizing the reallocation of Certificates of Obligation proceeds from South New Braunfels to Dave Erwin Dr. The Project Plan was further amended to include the projects in Attachment 2. These projects are eligible for funding through the TIRZ if funds are available after all other obligations have been met. Subsequently, in April 2015 the amendments were approved by San Antonio City Council. In October 2018, the TIRZ #16 Board approved amendments to the Project and Finance Plans authorizing the term extension to September 30, 2039, and increase the revenue cap to \$105,473,104.87. The Project Plan was amended to include the revised projects in Attachment 2.

B. Infrastructure

BDA has begun construction of infrastructure according to the Project Plan submitted with the application for approval of Brooks City-Base TIRZ #16. To develop BC-B over the next decades, BDA had to complete a number of preparatory actions. Initial actions: master and land use planning, road, traffic, storm water, utility, and telecom engineering analyses and reports. Infrastructure includes construction of major road thoroughfares, storm water detention facilities, utility systems, and telecommunications infrastructure. Other actions relate to the creation of an image that sets BC-B apart as a unique environment in competing for Science research and Technology tenants, especially in regional competition. These actions include creation of water features, large professionally designed and landscaped park areas with walking trails, soccer, softball, football, other recreational areas, and regional storm water detention facilities that can also be used as public green space. BDA and our tenants also identified additional retail services and restaurants. BDA sold 62 acres of land for this type of development and donated over \$300,000.00 to add upgraded landscaping and storm water collection to the site BDA sold to Wal-Mart and the other retail development.

C. Utilities

Per the approved Project and Finance Plans, the following improvements can be reimbursed with TIRZ funds: site work, streets, streetscape enhancements, water, sewer, telecom, gas, drainage and detention facilities.

D. Parks

Since the creation of the Brooks Development Authority significant economic development planning has been implemented to include the construction of a major park on the Brooks campus. In September 2016, Brooks began construction of the Greenline

Park, a \$10.6 million, 43-acre linear park located on the northwest side of the campus. The Greenline Park connects the Southside mixed-use community from S.E. Military Drive to the San Antonio River.

4. Proposed Changes to Municipal Ordinances

There are no anticipated changes to Municipal Ordinances as a result of this Plan.

5. Estimated Non-Project Costs

Non-Project costs included a one-time start-up fee and annual administrative fee for the City of San Antonio.

On May 14, 2015, City Council approved Ordinance No. 2015-05-14-0419, amending the 2008 Tax Increment Financing Program Policy, which included adjustments to the administrative fees collected by the City for newly created TIRZs and allowed for renegotiation of TIRZs administrative fees.

6. Relocation of People to be Displaced

At this time it is not anticipated that any projects will require the relocation or displacement of people.

The Brooks Development Authority (BDA) program is designed to serve as a catalyst to spur new private sector investment and job creation within our community. The Economic Development Program has been developed to implement sustainable strategies that leverage investments from various sources to maximize the long-term viability of our economic development efforts. BDA views economic development as a means to promote private enterprise and individual opportunity throughout our community.

In September 2011, the United States Air Force officially departed from the Brooks City Base campus. In June 2013, the Brooks Development Authority Board of Directors (Brooks or Authority) adopted a revised Mission Statement, Vision Statement, and Core Values. In April 2016, the Mission Statement, Vision Statement, and Core Values were revised as stated below:

The Brooks Mission Statement:

“Our mission is to promote and develop a vibrant, sustainable community that serves as a catalyst for progressive economic development and regional prosperity.”

The Vision:

“A San Antonio Community attracting local, national and international investment to achieve world-class opportunities that transform the campus, surrounding neighborhoods and the region, while respecting our rich and vibrant history.”

Core Values: The employees of Brooks City Base are committed to the following values that promote a work environment that fosters the entrepreneurial creativity and mission of the various community members.

- Know it is bigger than us.
- Think big and fantastic
- Stop, Collaborate, and Listen
- Own it.
- Get it done.

Economic Development and Land Use

The U. S. Air Force conveyed 1,308 acres of land and BDA has acquired an additional 57.167 acres for a total of 1,365.847 acres. The land area has been utilized as is shown in the table below.

Land Area Usage	
Land Use	Acreage
Acreage Sold & Long Term Leases	266.61
Parks, Ponds, & Greenspace	128.26
Housing & Hotel	95.76
Tenants	205.08
Developable Area	532.05
Undevelopable Area	137.63
Total Acreage	1,365.84

Brooks Development Authority Projects

BDA is committed to campus growth and prosperity. Investing in the community is a priority as demonstrated in the table below:

Brooks Development Authority		
Projects in Progress or Recently Completed		
	<u>Project Name</u>	
1	UIW (Land Value Only)	10,079,672
2	Embassy Suites	40,853,948
3	Brooks II Apts	39,182,336
4	Aviator Apts	31,775,000
5	Linear Park	10,000,000
6	Hangar 9/Gravesite	3,000,000
7	ACS Clinic	976,748
8	Kennedy Hill Drive	9,096,839
9	Bldg 470	850,000
10	North Campus Drainage (Hotel)	1,738,699
11	Aeromedical Drive	5,000,000
12	Vantage Apartments	37,375,921
13	B.A.S.E Academy	12,482,285
	Medical Clinic	1,815,340
	Retail Corner - Granados	18,511,276
	KIPP Charter School	30,150,000
	Single Family Residential	8,451,970
14	S. New Braunfels Design	1,905,000
15	Northwest Corner Drainage	635,558
16	Town Center	4,047,984
17	S. New Braunfels to Lyster	3,860,000
	S. New Braunfels Landfill	1,140,000
		272,928,576

Tenants and Employees

Brooks Population (October 2018)			
No.	Employers	Current No. of Employees	Details
1	Aviator Apartments	5	
2	Bridge PIS	9	
3	Brooks Academy of Science and Engineering	159	
4	Brooks Development Authority	42	
5	Brooks Medical Plaza	18	
6	Brooks Spay/Neuter Clinic	10	
7	Calumet Specialty Products	100	
8	Carenet	325	Future: More than 300
9	CAST Med High School (SAISD)		Future: 8 Fall 2019; 20 max
10	City Base Commons		Future
11	City of San Antonio - City Council - District 3	7	
12	City of San Antonio - Emergency Operations Center	22	12 SA, 10 County
13	City of San Antonio - Metro Health	28	
14	City of San Antonio - Police Fires Safety & Emergency Dispatch Center (PSAP)	300	
15	City of San Antonio - Radio Services	10	
16	City of San Antonio - SAPD K-9 Unit	15	
17	Compass Rose	25	Future: 75-100
18	Computrols	2	
19	DPT Laboratories	145	
20	Embassy Suites	60	
21	Hampton Inn	15	
22	Heritage Oaks	4	
23	Holiday Inn Express & Suites	15	
24	KBR Wyle	20	
25	La Gloria/El Machito		Future
26	Mission City Security	27	
27	Mission Solar	94	
28	Mission Trail Baptist Hospital	750	
29	Mission Trail Medical Office Building	186	19 General Practices
30	MixFit SA	10	
31	Nissei	50	
32	Southerleigh		Future
33	South San Antonio Chamber of Commerce	3	
34	Texas House of Representatives - District 119	3	
35	Texas Senate - District 19	4	
36	The Kennedy	8	
37	The Landings	5	
38	UIW	72	Future: 120 jobs
39	Vantage Apartments	5	
40	VIA		Future
41	VMC	775	
Total		3328	
Residences		Current No. of Units	Future No. of Units
	The Landings	300	
	Aviator	280	
	Vantage	288	
	The Kennedy	306	
	Heritage Oaks	163	
Total		1337	
Academic Institutions		Current No. of Students	Future No. of Students
	Compass Rose	325	750
	UIW	350	750
	Brooks Academy of Science and Engineering & Estrella Academy	1700	3,000
Total		2,375	4,500

Strategic Goals

In May 2018, the Brooks Board of Directors adopted five (5) new strategic goals, prioritizing initiatives for the organization with the main focus of creating jobs for Brooks, the region, and all of San Antonio. The strategic goals are listed below with the progress of each.

A. Continue to attract high wage employers while supporting the employment needs of our surrounding community.

1. Executed a development agreement for 25 acres, light-industrial use, in Parcel C (See attached Land Use Map) with Industrial Group Southwest (IGX). Construction began in the third quarter of 2018 on the initial 350,000 square-foot building located on approximately 20 acres. In addition, plans are underway for the remaining 200+ acres, to include the design and construction on a 600,000 square-foot spec light-industrial building. The developer has a prospect list of over 20 potential tenants. These efforts have been coordinated through Industrial Group Southwest and Jones Lang LaSalle.

2. Entered into a 20-year lease agreement with San Antonio Independent School District for a Biomed Healthcare Magnet High School. The inaugural class is expected to begin in August 2019 with a target of more than 600 students at full-capacity.

3. Entered in a 10-year lease agreement with Compass Rose, a new Texas Charter School. The inaugural class started in August 2017, and consists of 150 sixth and seventh graders. Compass Rose started with 15 faculty, staff, and teachers with a target of 75 by 2023. Compass Rose expects to be a full 6-12 grade academy allowing for 900 students in six (6) years.

4. Completed designs and are in the process of soliciting financing from banks, lenders, and equity providers for a combined 110,000 square-feet of office (70,000 SF) and medical office space (40,000 SF).

B. Establish positive operating cash flow and obtain the lowest possible cost of capital.

1. Defined the 128 acre greenspace area and designated common areas on the Brooks campus. Developed the methodology of the Property Owner's Association (POA) program, to calculate the fee assessments applicable to property owners and tenants. Distribution and collection of fee assessments initiated in April 2018.

2. Developing and executing a retail component development agreement for the Town Center on the Brooks Campus.

3. Securing funding for commercial and/or medical office space.

4. Establishing strategic plans for the Brooks Enterprises and creating annual performance metrics encouraging bottom-line growth.

C. Develop an urban community that utilizes smart innovation and establishes Brooks as a preferred San Antonio destination.

1. Brooks is an active participant in the development, and implementation of the City's SA Tomorrow plan, which includes a defined area anchored by Brooks as one of the planned growth regions of San Antonio. The Mayor and District 3 Councilwoman, Rebecca Viagran, have publicly stated a preference for Brooks to be one of the first regional plans acted on.
2. Brooks has engaged in negotiations with the Boys & Girls Club to lease the campus gym (Building 940) comprising approximately 22,296 sq. ft. with additional space for their activities and programs. These discussions include additional philanthropic organizations that may provide funding needed for relocation and refurbishment to properly serve this area.
3. Partnering with the San Antonio River Authority (SARA), to secure a feasible design option for connection of The Greenline Park to Mission reach.
4. Installing Wi-Fi throughout The Greenline Park, along with LED lighting, a swell cycle station, and recycled water irrigation lines. These amenities are examples of low-impact development (LID) and sustainability efforts that can be enjoyed by all visitors.

D. Attract high-profile events that brand Brooks as a dynamic and energetic place to be.

1. In March 2017, Hangar 9, a vintage 1917 wooden structure completed construction. The 8,000+ sq. ft. building will serve as an event venue managed by the Embassy Suites Hotel.
2. Brooks Spay and Neuter Clinic opened in March 2017. This project was a collaborative effort with the City of San Antonio to provide services to the community in an effort to reduce the roaming pet population. In the first month, more than 400 surgeries were performed. The clinic also received a grant from PETCO for 1,400 surgeries, which were booked within 8 hours.
3. Aviator Apartments opened in October 2016, and was also recognized as San Antonio Business Journal's 2017 'Best in Commercial Real Estate' in the multifamily category. As of March 2018, the property is 86.42% occupied and 91.07% leased.
4. The Kennedy Apartments welcomed the first residents in Spring 2017. The 306 unit complex was completed in September 2017, and as of March, is 85.62% occupied and 85.62% leased.
5. The Embassy Suites Hotel and Spa opened in May 2017, the only full-service hotel south of downtown until Corpus Christi or McAllen, and has been meeting occupancy levels. This hotel includes a variety of new amenities to include 13,000 sq. ft. of ballroom

and meeting space, a restaurant & bar, full-service salt cave spa with a pool and fitness room similar to that of a resort-style hotel. The hotel is located ten (10) minutes from downtown, fifteen (15) minutes from the San Antonio International Airport, and minutes from Stinson General Aviation Airport and the World Heritage Sites. The Embassy Suites at Brooks Hotel & Spa is a destination for high-profile events in the area, a key amenity to leisure and business travelers.

6. The Greenline Park, a 43-acre linear park, is a community recreational site providing an abundance of greenspace encouraging outdoor activities, family gatherings, and events for large gatherings. The park will eventually connect Brooks to the San Antonio Mission Reach, allowing for direct access to the World Heritage Sites and about 15-miles of hike and bike trails from Brooks through downtown San Antonio to the Incarnate Word community. The Greenline serves as a destination for residents near and far, and both leisure and business travelers. Amenities include more than 1.5 miles of hike and bike pathways, 8 physical fitness stations, 5 ponds, and is readily accessible and conveniently located. Planning is underway for strategic programming at The Greenline, to include one (1) of our newest tenants, MixFit SA, focusing on community health & fitness.

7. Through ongoing Brooks Public Relations efforts, regularly held special events have been hosted at an outdoor venue, Flyte, where the community gathers for movie nights, Snowfall, holiday celebrations, and food truck gatherings. These regularly scheduled events and activities invite people from near and far to enjoy the engaging and energetic lifestyle and enhancing emotional appeal at Brooks. These events promote Brooks as a thriving mixed-use community.

8. Through active engagement with the community, area leaders, partners, and the media, Brooks has been able to consistently tell the story of the campus as a dynamic place to be. Today, Brooks has nearly \$300 million in projects underway on the campus, demonstrating the success of the vision to serve as a catalyst for prosperity. The Brooks campus is home to 38 businesses and more than 3,200 jobs.

E. Become the principal economic development entity for the Brooks region by partnering with key stakeholders.

1. Entered into a Memorandum of Understanding (MOU) with a major developer for the concept and development of the first phase of the Town Center of approximately 25 acres. Phase 1 is anticipated to provide additional residential units, retail, restaurants, and a variety of office space ranging from 500 square-feet to 3,000 square-feet.

2. In negotiations with the Team Ten, LLC, for the design and construction of a sports complex. The first phase is expected to be 31 acres, with another 85-100 acres for additional development.

3. Working with representatives of La Gloria and El Machito restaurants to attract their establishment to the Brooks campus.

4. Partnering with the Urbanika Group, LLC on multiple land sale projects, including a condominium/retail development on a 6 acre parcel, renovating the former Brooks golf course clubhouse known as “The Boar’s Head,” and reconditioning the Brooks campus chapel into a restaurant/brewery. The latter two (2) are planned for signature restaurant locations to be occupied by Southerleigh.

5. In September 2017, Brooks sold 9.7 acres to City Base Commons, LLC for the design and construction of retail space along S.E. Military Drive and Old Corpus Christi Road.

6. Sold 2.8 acres to VIA Metropolitan Transit in September 2016. VIA is currently constructing a Transit Oriented Development (TOD) terminal, which is expected to begin 8 services in May 2019.

In December 2013, Brooks engaged the services of Live Oak Gottesman to develop a Master Land Use Plan, which was adopted in July 2014. The Master Land Use Plan divides the main campus into three (3) main parcels (A, B, & C) below. See Attachment 1.

Parcel A: Encompasses an estimated 225 acres which is projected to yield at least 1,637,004 sq. ft. of building space that is available for lease or sale over the next five (5) years. Parcel A land use will be allocated to retail, education, mid and low density residential use, commercial and mixed use businesses and living space. In addition Parcel A includes approximately 40 acres of linear parkway, trails and ponds. The University of the Incarnate Word School of Osteopathic Medicine is located in Parcel A.

Parcel B: Encompasses an estimated 245 acres which is projected to yield at least 1,778,752 sq. ft. of building space that is available for lease or sale over the next five (5) years. Parcel B land use will be allocated to low density residential use, commercial and mixed use businesses and living space.

Parcel C: Encompasses an estimated 319 acres which is projected to yield at least 2,319,574 sq. ft. of building space that is available for lease or sale over the next five (5) years. Parcel C land use will be allocated to light industrial development.

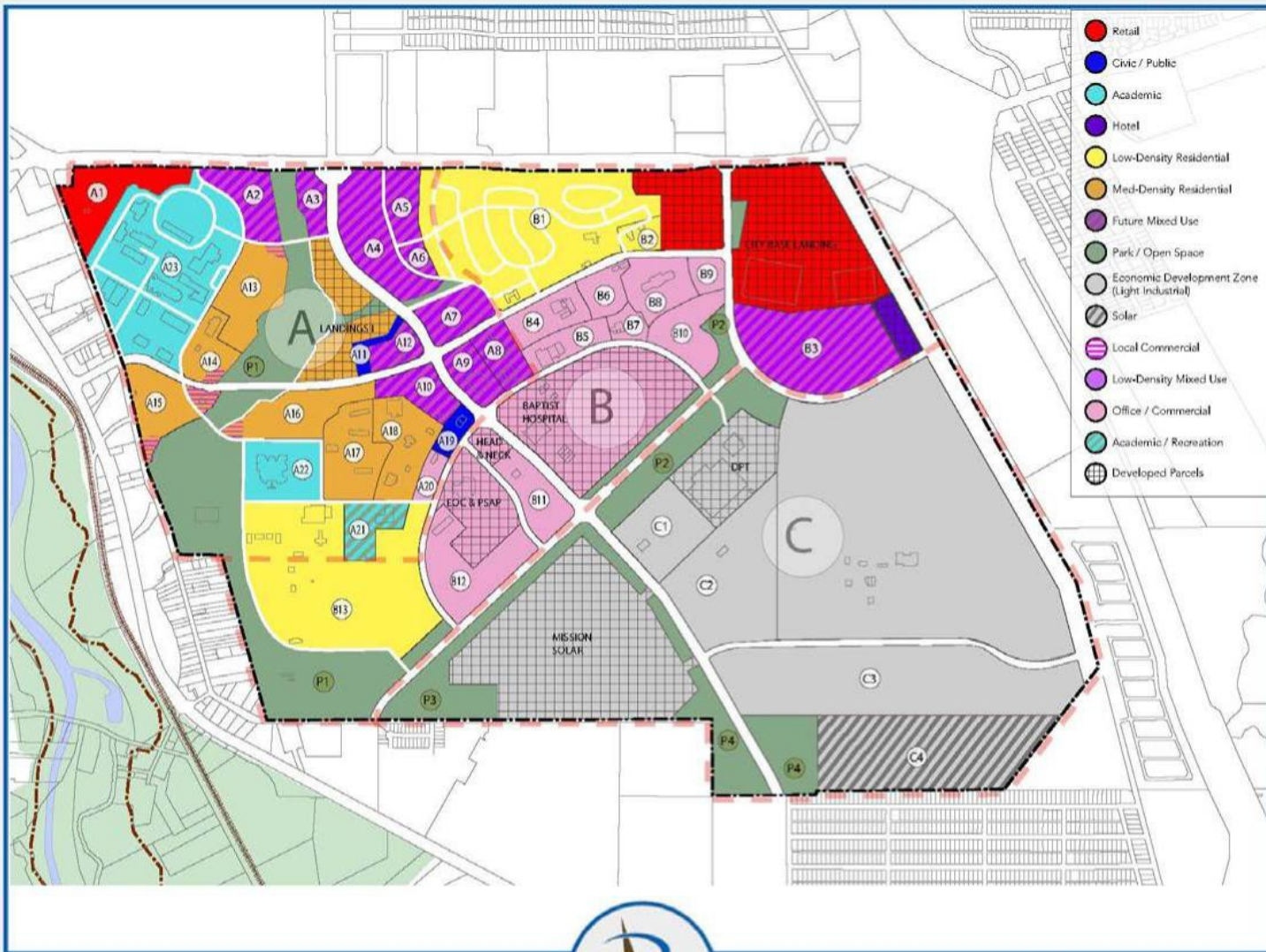
Attachment 1

TIRZ # 16 Maps

Land Use Plan



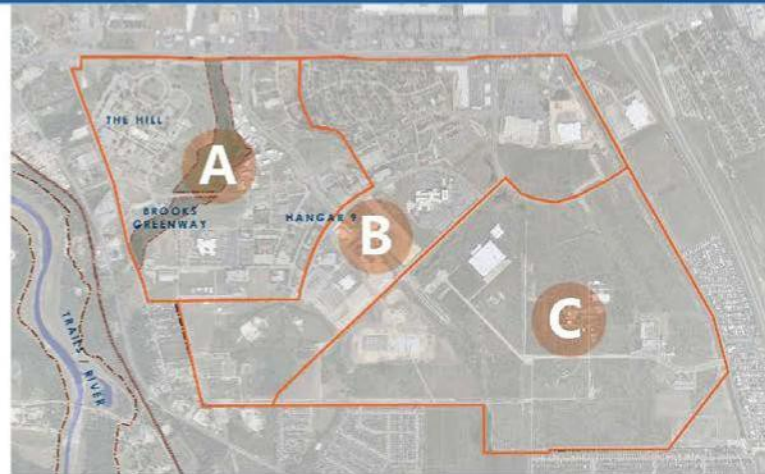
LAND USE



Brooks City Base
 Land Use Plan Parcel Details

Third Party Land	Acres	Comments
City Base Land	62.5	
Limited Service Hotels	4.0	
Baptist Hospital	48.5	
DPT	20.8	see option
Head and Neck	2.5	
EOC/PSAP	14.5	
Landing I	17.0	
Mission Solar	85.6	
Total	265.4	

Developable Land	Acres	Description	Size
A1	13.7		
A2	9.0		
A3	4.5		
A4	16.4		
A5	6.3		
A6	2.1		
A7	7.8		
A8	6.2		
A9	5.8	Calumet	41,003 RSF
A10	7.0		
A11	2.0		
A12	4.4		
A13	13.6		
A14	7.2		
A15	12.3		
A16	12.5		
A17	13.7	Pending- Aviator Lofts 210 Developers	
A18	12.1		
A19	2.9	Hangar 9	
A20	2.9		
A21	6.5	Gym	22,296 RSF
A22	11.9	TAMU	77,648 RSF
A23	52.7	The Hill	500,000 RSF +/-
B1	63.5	Heritage Oaks Housing	
B2	2.2		
B3	30.4		
B4	7.5	Grubb Engineering	30,295 RSF
B5	6.2		
B6	5.3		
B7	3.0		
B8	9.6	Volt	70,562 RSF
B9	3.1	Volt	
B10	10.0		
B11	9.1		
B12	16.4		
B13	61.6		
C1	15.6	DPT - Option strike= \$1.75/psf	
C2	196.2		
C3	62.2		
C4	43.1		
Total	780.8		



Parks/Tree Preservation/Retention Ponds	
P1	51.9
P2	22.1
P3	8.0
P4	23.0
Total	145.0

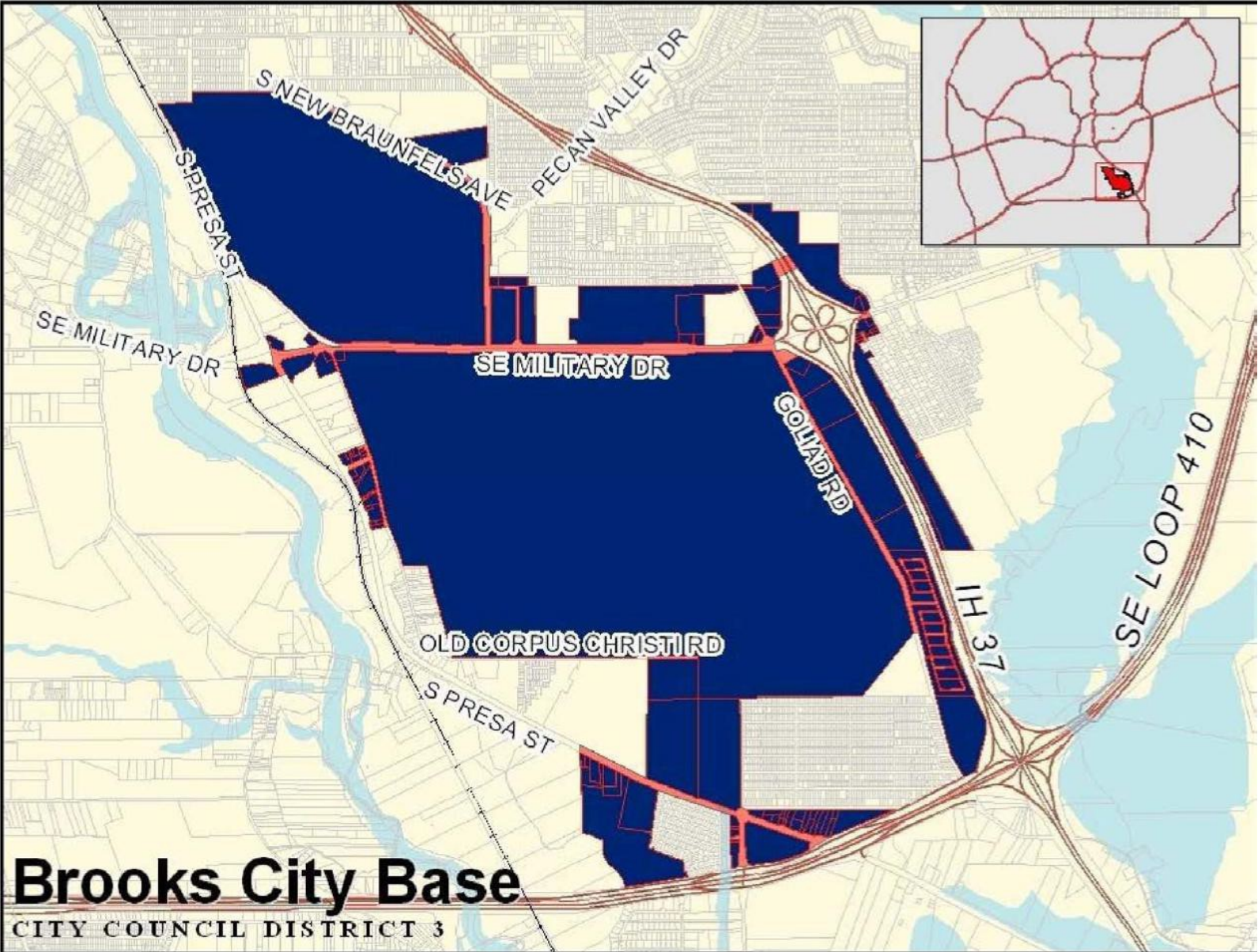
Total Land Acreage	
A Developable Land area	: 233.6 acres
B Developable Land area	: 227.9 acres
C Developable Land area	: 319.1 acres
SITE TOTAL BOUNDARY : 1,308 acres	



Map I

BROOKS AERIAL MAP





Road Projects in Progress



Attachment 2
List of Proposed Eligible Projects

TIRZ #16 Brooks City Base Eligible Projects	Eligible TIRZ Expenditures Project Type	Length (Ft.)	Width (Ft.)	Area (Sq. Ft.)	Project Description	Age	9/12/2018 Estimated Financing*
Brooks Owned Road & Streets:							
11th Street	Repair	674.69	30.00	20,240.70	Surface Repair		1,742,724.27
12th Street	Repair	663.34	26.00	17,246.84	Surface Repair		1,713,407.22
Aeromedical Road	Reconstruction	1,324.46	25.00	33,111.50	Reconstruction In Progress		3,421,080.18
Challenger Drive (Private)	Repair	1,301.69	25.00	32,542.25	Surface Repair		3,362,265.27
Chambers Parkway	Repair	964.26	30.00	28,927.80	Surface Repair		2,490,683.58
Chaney St	Repair	966.94	28.00	27,074.32	Surface Repair		2,497,606.02
Chennault Path	Repair	3,483.98	30.00	104,519.40	Surface Repair		8,999,120.34
Chesney Road	Repair	506.51	24.00	12,156.24	Surface Repair		1,308,315.33
Clagget Street	Repair	1,213.93	28.00	33,990.04	Surface Repair		3,135,581.19
Doppelt Road	Repair	190.58	24.00	4,573.92	Surface Repair		492,268.14
Enos Street	Repair	1,099.35	20.00	21,987.00	Surface Repair		2,839,621.05
Flight Nurse	Repair	965.96	25.00	24,149.00	Surface Repair		2,495,074.68
Garden Plot Road	Repair	657.69	12.00	7,892.28	Surface Repair		1,698,813.27
George Schaffer	Repair	1,238.04	30.00	37,141.20	Surface Repair		3,197,857.32
Gillingham Drive	Repair	1,307.06	30.00	39,211.80	Surface Repair		3,376,135.98
GK Anderson	Repair	800.51	20.00	16,010.20	Surface Repair		2,067,717.33
Hawks Road	Repair	1,170.04	25.00	29,251.00	Surface Repair		3,022,213.32
Jernigan Road	Repair	2,727.96	20.00	54,559.20	Surface Repair		7,046,320.68
Josue Sanchez	Repair	2,026.86	36.00	72,966.96	Surface Repair		5,235,379.38
Junkin Drive	Repair	2,292.20	24.00	55,012.80	Surface Repair		5,920,752.60
Kennedy Circle	Repair	1,536.79	28.00	43,030.12	Surface Repair		3,969,528.57
Laser Road	Repair	1,007.26	20.00	20,145.20	Surface Repair		2,601,752.58
Lemay Road	Repair	743.58	20.00	14,871.60	Surface Repair		1,920,667.14
Lindberg Drive	Repair	902.73	25.00	22,568.25	Surface Repair		2,331,751.59
Lindbergh Landing	Repair	2,288.77	25.00	57,219.25	Surface Repair		5,911,892.91
Louis Bauer Drive	Reconstruction	2,840.00	25.00	71,000.00	Reconstruction		10,318,216.00
Lyster Road (Private)	Reconstruction	1,808.02	34.00	61,472.68	COSA Bond Construction		10,400,000.00
Meder Drive	Repair	494.70	20.00	9,894.00	Surface Repair		1,277,810.10
Mendoza Street	Repair	527.31	28.00	14,764.68	Surface Repair		1,362,041.73
Navy Road	Repair	268.42	20.00	5,368.40	Surface Repair		693,328.86
Ocker Road	Repair	2,680.00	20.00	53,600.00	Surface Repair		5,499,360.00
Ord Road	Repair	766.27	25.00	19,156.75	Surface Repair		1,979,275.41
Outer Circle Road	Repair	1,951.29	30.00	58,538.70	Surface Repair		5,040,182.07
Paeglow Street	Repair	708.35	28.00	19,833.80	Surface Repair		1,829,668.05
Pratt Drive	Repair	2,436.65	28.00	68,226.20	Surface Repair		6,293,866.95
Reliance Loop	Repair	1,573.91	30.00	47,217.30	Surface Repair		4,065,409.53
Roadman Road	Repair	581.47	24.00	13,955.28	Surface Repair		1,501,937.01
Royce Street	Repair	971.75	28.00	27,209.00	Surface Repair		2,510,030.25
Sidney Brooks (Private)	Repair	0.00	0.00	0.00	Surface Repair		0.00
Skaggs Place	Repair	817.32	28.00	22,884.96	Surface Repair		2,111,137.56

Stealth Road	Repair	240.73	20.00	4,814.60	Surface Repair	621,805.59
Thornell Street	Repair	874.86	28.00	24,496.08	Surface Repair	2,259,763.38
Tuskegee Road	Repair	377.42	44.00	16,606.48	Surface Repair	974,875.86
Unger Road	Repair	843.44	25.00	21,086.00	Surface Repair	2,178,605.52
Vincent Street	Repair	1,615.20	28.00	45,225.60	Surface Repair	4,172,061.60
Total Brooks Owned Roads & Streets		54,432.29	1,143.00	1,435,749.38		147,887,905.41
Center Line Miles		10.31				
City Owned Roads, Streets & Land:						
City Base Landing	New Construction	4,640.29	48.00	222,733.92	New Construction	11,985,869.07
Challenger Drive (Public)	Repair	1,494.56	44.00	65,760.64	Surface Repair	3,860,448.48
Inner Circle Road	Reconstruction	4,307.25	44.00	189,519.00	COSA Bond Construction	3,000,000.00
Kennedy Hill	Reconstruction	2,638.94	44.00	116,113.36	Reconstruction	9,494,229.00
Lyster Road (Public)	Reconstruction	1,750.00	48.00	84,000.00	Reconstruction	10,400,000.00
Research Plaza	Reconstruction	4,349.99	48.00	208,799.52	Reconstruction	10,000,000.00
Sidney Brooks West P1 (SNB west to Landings)	Reconstruction	1,596.00		0.00	Reconstruction	3,325,974.00
Sidney Brooks West P2 (Bridge-Landings to Kennedy Hill)	Reconstruction	951.00			Reconstruction	3,305,202.00
Southeast Service Center: BCAD parcel 469652	New Construction	1,105.00	535.00	544,456.44	New Construction	0.00
Sidney Brooks West P3 (Kennedy Hill to West Gate)	Reconstruction	902.00			Reconstruction	2,754,617.00
Sidney Brooks (SNB east to East Gate)	Reconstruction	2,500.00			Reconstruction	8,550,000.00
South New Braunfels Ave	Reconstruction	6,050.98	48.00	290,447.04	Reconstruction	26,574,548.00
Total City Owned Roads & Streets		32,286.01	859.00	1,721,829.92		93,250,887.55
Center Line Miles		6.11				
Total All Roads & Streets		16.42	2,002.00	3,157,579.30		241,138,792.96

Buildings:

Project	Project Type	Area (Sq Ft)	Bldg #	Project Description	Age	Estimated Financing*
Space Available (12,000 sq. ft. leased to Wyle)	Bldg Renovation	41,615.00	160	Future Compass Rose or other use	Built 1959	10,403,750.00
Central Plant Building. Generally Cleaned	Bldg Renovation	22,962.00	165	Part of South Hill Corporate Park	Built 1959	5,740,500.00
Science Research & Office Bldg	Bldg Renovation	13,824.00	167	Part of South Hill Corporate Park	Built 1959	3,456,000.00
Space Available (13,000 sq. ft. leased to Wyle)	Bldg Renovation	38,496.00	170	Future Compass Rose or other use		9,624,000.00
Science Research & Office Bldg	Bldg Renovation	13,741.00	175	Part of South Hill Corporate Park	Built 1965	3,435,250.00
Science Research & Office Bldg	Bldg Renovation	16,200.00	176	Part of South Hill Corporate Park	Built 1966	4,050,000.00
Science Research & Office Bldg	Bldg Renovation	5,536.00	186	Restaurant Site		1,384,000.00
Chapel	Bldg Renovation	8,988.00	414	Future water to wine renovation		2,247,000.00
Historic Building Across from Office	Bldg Renovation	5,422.00	538	Historic site: office space		1,355,500.00
IT Building next to Calumet	Bldg Renovation	8,766.00	619	IT and unused office space		2,191,500.00
Credit Union Bldg.	Bldg Renovation	3,984.00	663	Office space		996,000.00
Dormitory Building	Bldg Renovation	9,072.00	703	Office/Classroom space		2,268,000.00
Library	Bldg Renovation	9,579.00	705	Compass Rose Right of 1st Refusal		2,394,750.00
Metal Office Building	Bldg Renovation	4,955.00	804	Temporary Use: Water to Wine		1,238,750.00
Metal Office Building	Bldg Renovation	4,148.00	805	Temporary Use: Nissei Plastics		1,037,000.00
Metal Office Building	Bldg Renovation	5,000.00	807	MIXfit		1,250,000.00
Metal Office Building	Bldg Renovation	5,000.00	808	Scientific Mgmt Techniques - Training		1,250,000.00
Warehouse	Bldg Renovation	45,267.00	820	Futlab Sports Complex		11,316,750.00
Total		262,555.00				65,638,750.00
City of San Antonio Public Safety Substations	New Construction			New Fire or Police Substation		5,000,000.00
SAPD K-9 Unit	New Construction			New Construction of K-9 Facilities		1,000,000.00
Building 820 Land Development Phase 1	Site Prep/Land Dev	3.10		Devt. project: Team Ten Sports Complex		796,505.66
Sports Complex Phase 2	Site Prep/Land Dev	27.90		Devt. project: Team Ten Sports Complex		6,975,000.00
Sports & Entertainment Complex Phase 3	Site Prep/Land Dev	85.36		Devt. project: Team Ten Sports Complex		12,050,823.48
Total		116.36				25,822,329.14
Inner Circle Parcel 1	Site Prep/Land Dev	23.70		Master Plan for office park		5,925,000.00
Inner Circle Parcel 2	Site Prep/Land Dev	3.99		Master Plan for office park		1,025,179.87
Total		27.69				6,950,179.87
Town Center	Site Prep/Land Dev	85.00		Site preparation, infrastructure, pad sites		12,000,000.00
Senior Living Site Prep	Site Prep/Land Dev	9.73		Environmental		2,500,000.00
Unit 18 Sanitary Sewer	Sewer					205,480.00
Unit 18 Existing Main Relocation, North Outfall	Main Relocation					548,900.00
Unit 16 Sanitary Sewer	Sewer					330,000.00
Unit 7 Drainage Channel	Drainage					583,000.00
Detention Watershed P Site	Flood Control					979,660.00
Landfill Mitigation Allowance LF003	Environmental			Environmental		660,000.00
Landfill Mitigation Allowance LF007	Environmental			Environmental		1,140,000.00

Utilities:			
Water	Mains		5,000,000.00
Sewer	Mains		5,000,000.00
Electric	Various		5,000,000.00
Solar	Campus Power		5,000,000.00
IT	Infrastructure		5,000,000.00
Total Utilities			<u>25,000,000.00</u>
Other Infrastructure:			
Construct or improve streets, curbs, sidewalks, and/or related improvements within the boundaries of TIRZ #16	Infrastructure		50,000,000.00
Parking (Vertical & Horizontal)	Structures	5,000 parking spaces	125,000,000.00
Brooks Debt Service	Infrastructure	Partial assist w/ Brooks Debt Service	5,000,000.00
Security	Technology	Technology Installations	5,000,000.00
Smart City	Technology	Technology network installation	5,000,000.00
Greenline Park Maintenance/Security	Maintenance	Landscape, maintenance, repair, security	2,000,000.00
Total Other Infrastructure			<u>192,000,000.00</u>
Grand Total			<u>575,497,091.97</u>

*Actual Costs will be updated and provided at time of funding request